

# North Olympic History Center



*We connect the future, through the present, with the past*

## **Bylaws**

**Edition of: 14 June 2021**

**Article I. Vision:** We connect the future, through the present, with the past.

### **Article II. Mission**

- We look forward to the future, as the present becomes our history.
- We provide the means to gain perspective on earlier times through the Research Library, Artifact Collection, and other means.

### **Article III. Core Values**

The North Olympic History Center (the Center) is the “Perspectorium” where we develop community pride by:

- looking to the future, as the present inevitably becomes our history;
- preserving artifacts that provide a window into the lives of those who lived here before us;
- providing facilities and services for research of documents, photographs, oral histories, artifacts, and other things that have been passed down to us from the past;
- adding value to the lives of Clallam County residents and the broader public by providing context of bygone times to the present and future;
- educating the public, focusing on younger people, of the importance of their heritage;
- managing the facilities of the Center including the Research Library, Artifact Collection, and the Lincoln School.

### **Article IV. Membership and Dues**

Any person, family, organization or business interested in the history of Clallam County may be enrolled as an active member upon receipt of payment of dues.

#### **Section 1 – General Membership:**

Membership shall be open to individuals, age 16 or older, who are interested in the history of Clallam County.

#### **Section 2 – Honorary Membership:**

The Board of Directors may grant Honorary Membership to any individual for any specified length of time. The Board of Directors may confer a term greater than one year. The title of Honorary Member shall carry with it all the privileges of General Membership. Honorary Members are exempt from paying dues.

**Section 3 – Other Membership Categories:**

The Board of Directors may establish other categories of membership.

**Section 4 - Dues:**

The Board of Directors shall determine the annual dues at their November Business Meeting. This amount will be assessed beginning January 1<sup>st</sup> for new or renewal memberships.

**Section 5 – Term:**

Membership shall be for a term of 12 months, which will commence at the date when payment of dues has been received. A renewal invoice will be sent approximately one month prior to the member renewal date.

**Section 6 – Termination:**

A member may resign from membership but shall not be entitled to any refund of dues.

**Article V. Board of Directors**

The affairs of the Center shall be managed by a Board of Directors consisting of no fewer than eight (8) nor more than fifteen (15) members.

**Section 1 – Qualifications:**

Directors shall be members of the Center. Directors shall fully accept the Vision, Mission, and Core Values of the Center. Directors shall have an understanding of the Center’s services and functions.

**Section 2 – Selection:**

All Directors shall be nominated and selected as defined under Article VIII, Section 3.

**Section 3 – Term of Office:**

The total number of positions on the Board of Directors will be distributed in three classes of three-year terms which run from January 1<sup>st</sup> following selection, to December 31<sup>st</sup> of the third year. These classes will be staggered by year such that approximately one third of the Director terms will be filled each year as that class of terms expires at the end of the calendar year.

At the discretion of the Board, any unfilled or unexpired term can be filled by persons nominated by the Board Development Committee and confirmed by a majority vote of the Board at an official Business Meeting. A Director installed on the Board in this fashion will complete the uncompleted term to which they are selected and will be eligible to be considered for election to a regular three-year term following the expiry of the remaining term.

If adjustments to terms are required at any time to balance the number of terms which expire in each year, a Director may volunteer to a shortening of his/her term, but each Director will stand for election before the Membership at least every three years.

#### **Section 4 – Other Classifications of Director:**

- **Advisory:** Advisory Directors shall include those who have special skills or abilities yet may not be able to attend regularly scheduled meetings and shall be above and beyond the total number of Directors allowed.
- **Emeritus:** Individuals may be honored with appointment as Director Emeritus for outstanding, long-term service on the Board of Directors. Their term will be perpetual.
- **Ex-officio:** Ex-officio Directors may also be appointed from time to time. Such appointments shall be above and beyond the total number of Directors allowed. The length of term shall be as needed.

#### **Section 5 – Responsibilities:**

The responsibilities of the Board of Directors shall include, but is not limited to, the following:

- aiding the Executive Director in fulfilling the Center’s vision, mission, and core values;
- approving planned events and functions;
- appointing the officers of the corporation;
- appointing committees;
- planning long-range goals for the Center;
- being ultimately responsible for the finances of the Center;
- approving the Center’s annual budget;
- actively participating in Board committees;
- participating in the monthly business meeting; and
- supporting the organization financially through contributions and/or actively participating in fundraising activities and events.

#### **Section 6 – Compensation:**

Directors shall serve without compensation. Mileage expenses for personal cars used to conduct the business affairs of the Center may be allowed at current IRS mileage reimbursement with majority approval of the Board of Directors.

**Section 7 - Removal and Termination from Office:** A Director may be removed from service during his/her term for the following reasons:

- a written resignation is received and approved by the Board of Directors;
- the Director has not been regularly participating in the responsibilities of a Director. Two consecutive unexcused absences from regular Board meetings shall be deemed a resignation;
- the Director fails to attend more than half of the regularly scheduled business meetings in a 12-month period.

A Director may be granted, by the Board, a leave-of-absence for a period up to three (3) months.

### **Article VI. Officers**

Officers of this corporation shall consist of the Board of Directors (for the oversight and direction of the corporation), and other officers as appointed by the Board of Directors to carry on the purposes of the corporation. Officers shall be members of the corporation. For the purpose of legal documents, the following officers will be designated.

**Section 1 - President:** The President of the Board of Directors will serve as the President of the Corporation. The President shall oversee all activities of the Center. Additionally, the President serves as the day-to-day contact between the Executive Director and the Board of Directors as a whole, providing his/her guidance on interpreting the directives, goals and priorities of the Board of Directors to the Executive Director. Where a disagreement may arise between the Executive Director and the President, and a two party discussion does not result in resolution, such a disagreement will be immediately elevated and addressed at either an Executive Committee, Special Meeting of the Board, or the next Business Meeting, depending on urgency.

The President shall execute all instruments on behalf of the corporation and exercise all other usual executive powers pertaining to the office of president.

- a) **Selection:** The President shall be selected from the Board of Directors, by the Board of Directors and shall serve for one year or until a successor has been chosen.
- b) **Responsibilities:** The President shall:
- serve as President of the Corporation;
  - preside at all member meetings of the Center;
  - preside at Board of Directors' Business and Special Board Meetings;
  - ensure that each Director maintains and fulfills their responsibilities;
  - ensure preparation and distribution of the meeting agenda prior to the meeting;
  - ensure adherence to the Bylaws, policies, and procedures of the Center;
  - seek clarification of the "will of the board" when a disagreement arises regarding his/her guidance provided to the Executive Director;
  - not vote in Board motions except in the event of a tie. The President must cast a tie-breaking vote.

**Section 2 - Vice President:** The Vice President of the Board of Directors will serve as the Vice President of the Corporation. The Vice President shall act for the President in the absence or disability of the President and perform such other acts as the President may direct. In the event that the office of President becomes vacant, the Vice President shall assume the duties of President until the vacancy is filled.

- a) **Selection:** The Vice President shall be selected from the Board of Directors by the Board of Directors and shall serve for one year or until a successor has been chosen. The Vice President will not automatically assume the President position when the President's position is vacated.
- b) **Responsibilities:** In the absence of the President, the Vice President shall:
- serve as President of the Corporation;
  - perform all the responsibilities of the President;
  - inform the President of all decisions and actions made during his/her absence.

**Section 3 - Secretary:** The Secretary shall be responsible for keeping records of all the proceedings of the Board of Directors and when requested by the President to do so, sign and execute with the President all deeds, bonds, contracts, and other obligations, or instruments, in the name of the Corporation.

- a) **Qualifications:** The Secretary shall be a member of the Center. The Secretary shall fully accept the Vision, Mission, and Core Values of the Center. The Secretary shall have a thorough understanding of the Center's services and functions.
- b) **Selection:** The Board of Directors will annually appoint a Secretary to serve for one year or until a successor shall be chosen. The Secretary may be re-appointed on a yearly basis by the Board of Directors.
- c) **Responsibilities:** The responsibilities of the Secretary shall include, but are not limited to, the following:
- serve as the Secretary of the Corporation;
  - keep a record all transactions of the Center including the annual and special meetings;
  - provide accurate records to be placed in the Center's files;
  - make minutes available to be read and approved as ordered by the Board of Directors;
  - ensure that records are kept of all members and that such records are secured in the Center's office;
  - notify all officers, members of committees and delegates of their selection or appointment;
  - preserve on file all communications and written official reports;
  - give notice of all meetings where such notice is necessary as indicated in these Bylaws.

**Section 4 – Treasurer:** The Treasurer shall have responsibility for all funds and investments of the Corporation and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board of Directors and perform all the duties incident to the office of Treasurer. The Treasurer shall render such regular financial reports to the Board of Directors as may be requested.

- a) **Qualifications:** The Treasurer shall be a member of the Center. The Treasurer shall fully accept the Vision, Mission, and Core Values of the Center. The Treasurer shall have a thorough understanding of the Center's services and functions. The Treasurer shall have a thorough understanding of accounting procedures and the fiscal responsibilities of the Center.
- b) **Selection:** The Board of Directors will annually appoint a Treasurer to serve for one year or until a successor shall be chosen. The Treasurer may be re-appointed on a yearly basis by the Board of Directors.
- c) **Responsibilities:** The responsibilities of the Treasurer shall include, but are not limited to, the following:
- serving as the Treasurer of the Corporation;
  - ensuring accurate records in appropriate financial journals of all monies received and disbursed;
  - ensuring monthly and annual reports are made to the Board of Directors;
  - ensuring records of individual contributions are maintained;
  - suggesting possible investment opportunities for the Corporation's funds;
  - keeping staff and the Board of Directors informed of any trends or changes in fiscal matters;
  - ensuring that accurate financial records are submitted for any audit.

**Section 5 – Selection of Officers:** At the November Business Meeting, after the election of new Directors has been certified, the Board of Directors shall nominate officers (President, Vice-President, Secretary, and Treasurer) to serve for the next calendar year (January 1<sup>st</sup> through December 31<sup>st</sup>). All current Directors are eligible for office. The Board of Directors shall vote on the slate of officer candidates at the December Business Meeting. The term of office for the new officers shall begin the following January 1<sup>st</sup> and the new officers shall be installed at the January Business Meeting. In the event that an officer position becomes vacant in mid-year, the board of directors may hold a special election to fill the vacant position.

## **Article VII. Executive Director**

The Executive Director will be the public face of the Center to many individuals and organizations in the community, and to suppliers, vendors, and business leaders. The Executive Director will be the primary supervisor and organizer for all activities of all paid staff and volunteers.

### **Section 1 – Position Information:**

The position may be either a part-time or full-time paid position. The position is salaried at an amount set by the Board of Directors.

### **Section 2 – Qualifications:**

The Executive Director shall be a member of the Center. The Executive Director shall fully accept the Vision, Mission, and Core Values of the Center. The Executive Director shall have a thorough understanding of the Center's services and functions.

### **Section 3 – Selection:**

The Executive Director shall be selected as defined under Article IX, Section 1 of these bylaws.

### **Section 4 – Responsibilities:**

The Executive Director exercises a high degree of freedom in designing the programs, exhibits, media and other functions of the public face of the Center. The Executive Director will execute special projects, directives, and priorities, as given by the Board of Directors by majority vote.

Various Standing and Special committees depend on the participation of the Executive Director in fulfilling the strategic plan objectives of the Center. When a committee is declared to be in "Executive Session" by a majority vote of the board of directors, the Executive Director is excused from participation.

The Executive Director is responsible for assisting the Center in planning, conducting, and evaluating the administration of the Center's Vision, Mission and Core Values. This responsibility includes, but is not limited to:

- executing the policies and programs of the Center;
- keeping the Board of Directors informed in timely fashion of projects and activities planned by staff as fundraisers or other purposes for the Center;
- keeping the Board of Directors informed of activities or programs planned with other organizations for our mutual benefit;
- working with the Board of Directors in planning, conducting, and evaluating a comprehensive business plan for the Center;
- providing direct oversight of financial, personnel, facilities, and computer operations of the Center.

### **Section 5 – Supervision:**

The Executive Director is supervised by the Board of Directors and will follow directives, projects and priorities discussed and approved by majority vote by the Board of Directors at a Business Meeting. Acting as President of the Center, the President of the Board of Directors will serve as the day-to-day contact between the Executive Director and the Board of Directors as a whole, providing his/her guidance on interpreting the directives, goals and priorities of the Board of Directors to the Executive Director. Where a disagreement may arise between the Executive Director and the President, and a two party discussion does not result in resolution, such a

disagreement will be immediately elevated and addressed at either an Executive Committee, Special Meeting of the Board, or the next Business Meeting, depending on urgency.

**Section 6 – Termination:**

This position is voluntary and may be terminated by resignation or at will, with or without cause, and with or without notice, at any time. Compensation will be prorated and cease at the date of termination.

**Article VIII. Standing Committees**

The President may appoint such committees as necessary to carry out the various activities of the Center including:

**Section 1 – Executive Committee**

The Executive Committee shall exist primarily to act on behalf of the full Board of Directors whenever a decision is required more quickly than a Special Board Meeting can be scheduled, or the next scheduled Business Meeting. In all cases, the Executive Committee will seek to represent the will of the board. The authority of this Committee will be limited according to the exceptions listed below. Every decision made by this Committee will be reported to the full board at its next scheduled Business Meeting and must be reviewed and approved by majority vote of the full Board.

In the interest of enabling rapid decision making, the Executive Committee may hear the issues and facts, debate, and decide by majority consensus, utilizing the best communication means available. Meetings may be in person, by phone, or by other electronic means.

Core membership of this Committee will consist of the officers of the Board of Directors (President, Vice President, Treasurer, and Secretary). Additional members may be appointed by the board from its active members, either for a full year term, a fixed time, or for individual functions of the Committee. Such appointments may be advisable in order to ensure a healthy diversity of the Committee membership or to add special technical or other knowledge to its deliberations.

The President will chair this Committee except where a conflict of interest may exist. In such case, an alternative moderator will be appointed by Committee members.

The following are actions that the Executive Committee is restricted from performing:

- Amend Bylaws;
- Elect or remove board members;
- Elect or remove the Executive Director;
- Approve or change the budget;
- Make major decisions (add or eliminate programs, approve mergers or dissolve the corporation).

Examples of actions and duties of the Executive Committee:

- Conduct a Performance Appraisal of the Executive Director as needed, but at least annually. Input from other board members, other staff, volunteers and the Executive Director’s self-evaluation will be sought;
- Review and provide guidance where a disagreement regarding interpretation of the will of the Board or hierarchy of organizational authority arises;
- An Executive Committee can be used to study important issues and to present the findings to the full board;

- Make routine or repetitive decisions that require action prior to the next regular Business Meeting;
- Other actions that do not violate the restrictions listed above.

**Section 2 - Finance Committee:**

The President shall appoint at least two Directors to this committee. The Board of Directors may also appoint committee members from the membership at large. This committee’s responsibilities shall include, but are not limited to, the following:

- reviewing the Executive Director’s proposed budget;
- assisting in the preparation, revision or counter recommendations of the budget;
- reporting to the Board of Directors before final assent for implementation for fiscal expenditures and transfers are approved;
- recommending policies in regard to the Center’s financial practices;
- performing an operational audit annually;
- recommending to the Board of Directors when a financial audit should be performed by an accredited CPA.

**Section 3 - Board Development Committee:**

The President shall appoint at least three Directors to this committee. The President may also appoint committee members from the membership at large. The Committee will provide a slate of nominees to fill all Board vacancies. All nominees shall be members in good standing of the Center and shall have agreed to serve if elected.

The slate of nominees will be submitted to the Board of Directors at the September Business Meeting. The committee will only address those positions that are at the end of their terms. The Board of Directors will approve all nominees to be submitted to the membership for election. The slate of nominees shall be submitted to the general membership by mail or electronic mail six (6) weeks before the November meeting. Write-ins will be accepted. To be counted, ballots must be received by October 31<sup>st</sup>. At the November Business Meeting the Board of Directors will certify the election results. The term of office for the new Directors shall begin the following January 1<sup>st</sup> and the New Directors shall be installed at the January Business Meeting.

**Article IX. Special Committees**

**Section 1 - Search Committee:**

Prior to or upon the vacancy in the position of Executive Director the President shall appoint a Search Committee. This committee will include the President and two other members of the Board of Directors. Additional members may be appointed from the membership. The committee shall be responsible for following the procedure established by the Board of Directors for identifying and hiring a new Executive Director.

The committee shall thoroughly explore the field for qualified administrators who are available and fully accept the Vision, Mission, and Core Values of the Center. After due examination, they shall recommend to the Board of Directors a preferred candidate.

**Section 2 – Other Ad Hoc Committee:**

The President shall appoint other Ad Hoc committees as necessary. The Executive Director may appoint Ad Hoc committees for purposes of developing and delivering public programs.



## **Article X. Meetings - Membership**

### **Section 1 – Annual Membership Meeting:**

An Annual Membership Meeting of the members shall be held each year on a date and at a place to be set by the Board of Directors. It shall include introductions of officers and directors, and a review of events/programs of the past and coming years. Announcement of the annual membership meetings shall state the time, date, and place for the meeting and shall be published not less than thirty (30) calendar days before the meeting by mail or electronic mail.

### **Section 2 - Special Membership Meetings:**

Special meetings of the members may be called by the Board of Directors. The meeting notice shall state the time, date, place, and purpose, and shall be published not less than fifteen (15) days before the date of the proposed meeting by mail or electronic mail.

### **Section 3 – Conduct of Meeting:**

Robert's Rules of Order will serve as a guideline for all meetings. Actions shall be made by motion, second, discussion and vote, and recorded in meeting minutes.

### **Section 4 – Presiding Officer:**

The President of the Board of Directors shall preside at all meetings. In the absence of the President, the Vice President shall preside.

### **Section 5—Quorum and Voting:**

A majority of Directors (a minimum of 50% of sitting directors) in attendance shall constitute a quorum. Voting rights may not be exercised through proxy.

## **Article XI. Meetings – Board of Directors**

### **Section 1 – Business Meeting:**

Business meetings of the Board of Directors shall be once per month on a day, time, and place to be set by the Board of Directors. Members may attend.

### **Section 2 – Special Board Meeting:**

Special meetings of the Board of Directors may be called by the President or by a majority (defined as 50% plus one) of the Board of Directors. Directors shall be notified of the date, time, place, and purpose of the meeting not less than five (5) days before the date of the proposed meeting.

**Section 3 – Conduct of Meeting:** Robert's Rules of Order will serve as a guideline for all meetings. Actions shall be made by motion, second, discussion and vote, and recorded in meeting minutes.

### **Section 4 – Presiding Officer:**

The President shall preside at all regular and special Board meetings. In the absence of the President, the Vice President shall preside.

**Section 5—Quorum and Voting:**

A majority of Directors (a minimum of 50% of sitting directors) in attendance shall constitute a quorum. Voting rights may not be exercised through proxy.

**Article XII. Fiscal Year**

The fiscal year of the Corporation shall be January 1 through December 31.

**Article XII. Amendments**

The Board of Directors of this Corporation shall have the power to make, alter, amend or repeal Bylaws not inconsistent with the laws of the State of Washington and the articles of incorporation. Proposed amendments to the Bylaws may be presented in writing to the Board of Directors by any member of the Center in good standing.

The Bylaws may be amended at any Business Meeting. Amendments to the bylaws shall be announced by mail or electronic means to the membership.

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**ADOPTION AND PUBLICATION**

The above Bylaws were duly adopted by the Board of Directors at a Business meeting on

June 14, 2021 and supersedes any previous governing documents.

Attested by Officers of the North Olympic History Center

\_\_\_\_\_ President, Larry Lang

\_\_\_\_\_ Vice-President, Patrick Noonan

\_\_\_\_\_ Secretary, Bill Brigden

\_\_\_\_\_ Treasurer, John McNutt